

10-07-1999



101163193

HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OCT

MRD
10-4-99

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
TIA ROSA BAKERY OF LOS ANGELES, INC.

Individual(s) Association _____
 General Partnership Limited Partnership _____
 Corporation - State of California _____
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: **BIMAR FOODS DISTRIBUTION CORP.**

Internal Address: _____

Street Address: **7301 South Freeway**

City: **Fort Worth** State **Texas** ZIP: **76134**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of Delaware _____
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **August 8, 1999**

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No(s). _____

B. Trademark registration No(s).
2,094,086
2,094,085

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Russell N. Rippamonti**
Jenkins & Gilchrist, P.C.

Internal Address: _____

Street Address: **1445 Ross Avenue, Ste. 3200**

City: **Dallas** State: **Texas** Zip: **75202-2799**

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR 3.41): \$ **65.00**

Enclosed
 Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

1 /05/1999 MTHAI1 00000287 2094086

DO NOT USE THIS SPACE

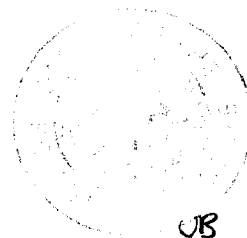
FC:481 40.00 DP
 EC:482 25.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Russell N. Rippamonti *Russell Rippamonti* **Sept. 20, 1999**
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 7



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



AUG 1 0 1999

Bill Jones

Secretary of State

00601263

ENDORSED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

AUG -8 1999

**CERTIFICATE OF MERGER
OF**

TIA ROSA BAKERY OF LOS ANGELES, INC.
(a California corporation)

PHIL JONES, SECRETARY OF STATE

WITH AND INTO

BIMAR FOODS DISTRIBUTION CORP.
(a Delaware corporation)

I.

Pursuant to an Agreement and Plan of Merger (the "Agreement of Merger") between Tia Rosa Bakery of Los Angeles, Inc., a California corporation ("Tia Rosa LA"), and Bimar Foods Distribution Corp., a Delaware corporation ("Bimar"), Tia Rosa LA is to be merged with and into Bimar.

II.

The Agreement of Merger was duly authorized by all action required under the laws of the State of California and by Tia Rosa LA's constituent documents.

III.

The Agreement of Merger was duly authorized by all action required under the laws of the State of Delaware and by Bimar's constituent documents.

IV.

The Agreement of Merger was duly approved, adopted, certified, executed and acknowledged by each of Tia Rosa LA and Bimar in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

V.

Under the Agreement of Merger, Bimar shall be the surviving corporation (the "Surviving Corporation") of the merger of Tia Rosa LA with and into Bimar.

VI.

The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of Bimar.

TRADEMARK
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VII.

An executed copy of the Agreement of Merger is on file at the principal place of business of the Surviving Corporation located at 7301 South Freeway, Fort Worth, Texas 76134.

VIII.

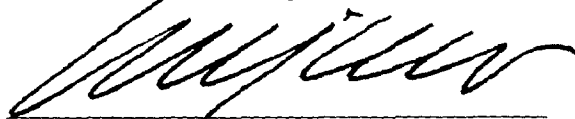
An executed copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request without cost, to any shareholder of Tia Rosa LA or Bimar.

IX.

This Certificate of Merger shall be effective as of 12:01 a.m. Central time on August 8, 1999.


IN WITNESS WHEREOF, this Certificate of Merger has been executed by the duly authorized officers of Bimar and Tia Rosa LA on this 2nd day of August, 1999.

TIA ROSA BAKERY OF LOS ANGELES,
INC., a California corporation

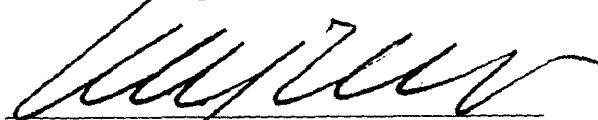


Juan Muldoon, President

ATTEST:

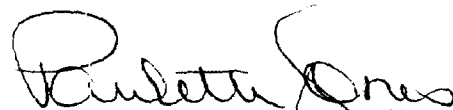
By: 
Paulette Jones, Secretary

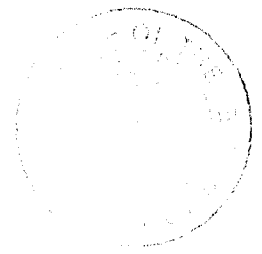
BIMAR FOODS DISTRIBUTION CORP.
a Delaware corporation



Juan Muldoon, President

ATTEST:

By: 
Paulette Jones, Secretary



Office of the Secretary of State

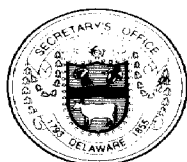
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TIA ROSA BAKERY OF LOS ANGELES, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "BIMAR FOODS DISTRIBUTION CORP." UNDER THE NAME OF "BIMAR FOODS DISTRIBUTION CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF AUGUST, A.D. 1999, AT 3:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE EIGHTH DAY OF AUGUST, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2343611 8100M

991323989

AUTHENTICATION: 9905612

DATE: 08-05-99

TRADEMARK

REEL: 001970 FRAME: 0486

**CERTIFICATE OF MERGER
OF**

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(a California corporation)**

WITH AND INTO

**BIMAR FOODS DISTRIBUTION CORP.
(a Delaware corporation)**

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IV.

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V.

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VI.

The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of Bimar.

VII.

An executed copy of the Agreement of Merger is on file at the principal place of business of the Surviving Corporation located at 7301 South Freeway, Fort Worth, Texas 76134.

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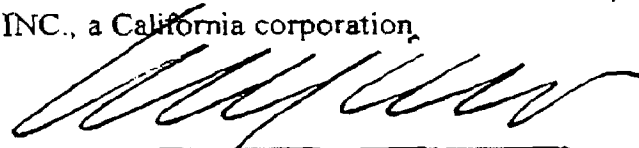
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TIA ROSA BAKERY OF LOS ANGELES, INC., a California corporation,

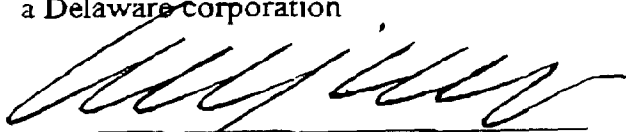


Juan Muldoon, President

ATTEST:

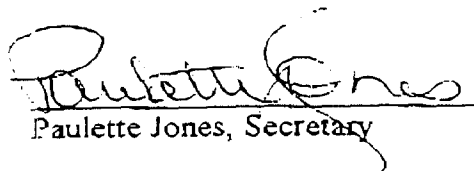
By: 
Paulette Jones, Secretary

BIMAR FOODS DISTRIBUTION CORP. a Delaware corporation



Juan Muldoon, President

ATTEST:

By: 
Paulette Jones, Secretary